

RECORDATION NO. 24102 FILED

SEP 11 '02

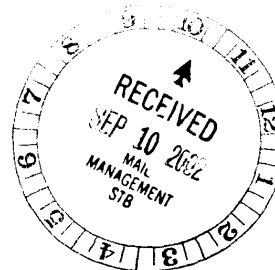
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SURFACE TRANSPORTATION BOARD



Joseph Transportation Services, Inc.

a subsidiary of Joseph Transportation



August 29, 2002

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Locomotive Equipment Lease dated as of July 12, 2002 between the following parties:

Lessee: TransGlobal Solutions, Inc.
6224 Gulf Way Drive
Port Arthur, TX 77641

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (4) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease dated July 12, 2002 related to four (4) locomotives bearing reporting marks JTPX 3001-3004..

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check no. 19802 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

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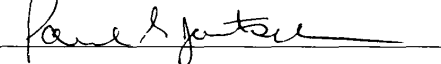
**MEMORANDUM OF
LOCOMOTIVE EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12th day of July, 2002, is intended to evidence the lease dated as of July 12, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TRANSGLOBAL SOLUTIONS, INC.**, a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the four (4) locomotives described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor the locomotives at the rental and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due company authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

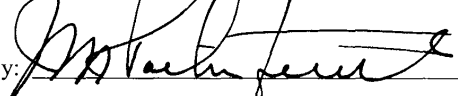
By: 

Name: Paul G. Jantsch

Title: President

Date: July 12, 2002

TRANSGLOBAL SOLUTIONS, INC.

By: 

Name: **J.M. Porterfield**
Title: **Vice President, Rail Operations**

Date: August 12, 2002

STATE OF OHIO
COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 12th day of July, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Texas
COUNTY OF Harris

)
) SS:
)

The foregoing instrument was acknowledged before me this 12 day of Aug, 2002, by J.M. Portentfield the V.P. Rail Operations of TransGlobal Solutions, Inc., a Texas corporation, on behalf of the corporation.

Denise Singleton
Notary Public

My Commission expires:

December 31, 2005

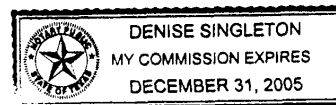


EXHIBIT A

To the Memorandum of Lease dated July 12, 2002, between Joseph Transportation Services, Inc. and TransGlobal Solutions, Inc.

DESCRIPTION OF UNIT

Four (4) locomotives bearing reporting marks as follows:

JTPX 3001-3004